

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

FIRST UNION RAIL CORPORATION,)	
)	
Plaintiff,)	
)	
v.)	
)	CIVIL ACTION NO.
MAINE CENTRAL RAILROAD COMPANY,)	03-12374-DPW
BOSTON AND MAINE CORPORATION,)	
PORTLAND TERMINAL COMPANY, AND)	
SPRINGFIELD TERMINAL RAILWAY COMPANY,)	
)	
Defendants.)	

STIPULATION OF DISMISSAL WITH PREJUDICE

The parties hereby stipulate to the dismissal of this action with prejudice pursuant to Fed. R. Civ. P. 41(a)(1)(ii), but without prejudice to the right of the parties in a separate action to enforce and/or seek appropriate relief relating to the terms of a Settlement Agreement previously entered into by the parties and dated March 12, 2004.

Respectfully Submitted,
FIRST UNION RAIL CORPORATION
By its attorney,

/s/ John D. Fitzpatrick
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MAINE CENTRAL RAILROAD CO., BOSTON AND
MAINE CORPORATION, PORTLAND TERMINAL
RAILWAY CO., and SPRINGFIELD TERMINAL
RAILWAY CO.,
By their attorney,

/s/ Robert B. Culliford
Robert B. Culliford (BBO #638468)
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Dated: May 17, 2004